Prepared By the City of Fremont as Successor Agency to the Redevelopment Agency of the City of Fremont

Fremont Merged Redevelopment Project Area April 4, 2012

<u>Dissolution of Former RDA</u>; <u>Designation of Successor Agency</u>. Pursuant to the terms of ABx1 26 (the "Dissolution Act"), the former Redevelopment Agency of the City of Fremont (the "Former RDA") was dissolved as of February 1, 2012, and the City of Fremont in a special limited capacity has been designated to serve as the successor agency to the Former RDA (in this limited capacity, the City is referred to as the "Successor Agency").

Preparation of Second Amended EOPS and Initial ROPS. In accordance with the Dissolution Act, the Successor Agency has prepared a Second Amended Enforceable Obligation Payment Schedule (the "Second Amended EOPS") and a draft initial Recognized Obligation Payment Schedule (the "ROPS"), which are intended to supersede and replace the First Amended Enforceable Obligation Payment Schedule approved by the Former RDA on January 17, 2012. This document comprises the Second Amended EOPS.

Action by Successor Agency Governing Board. This Second Amended EOPS and the draft ROPS was be submitted to the City Council of the City of Fremont, acting in its limited capacity as Governing Board of the Successor Agency for consideration of adoption and approval at its meeting on March 6, 2012. An amended EOPS was considered and approved on April 3, 2012.

<u>Further ROPS Processing</u>. Upon such approval by the Governing Board, the draft ROPS was forwarded to the Alameda County Auditor-Controller for certification by an external auditor, and to the Successor Agency's oversight board being formed pursuant to the Dissolution Act (the "Oversight Board") for approval. As certified by the external auditor and approved by the Oversight Board on April 4, 2012, the ROPS will be submitted to the State Controller's Office and the State Department of Finance, and will be posted on the Successor Agency's website.

<u>Interim Use of Second Amended EOPS</u>. Upon adoption of this Second Amended EOPS by the Successor Agency's Governing Board, the Second Amended EOPS will be used as the basis of payments to be made by the Successor Agency for all enforceable obligations (as defined in the Dissolution Act) until such time as the ROPS is certified, approved, and submitted to the State, as described above.

Contents of Second Amended EOPS and ROPS. This Second Amended EOPS and the draft ROPS address payments by the Successor Agency of the amounts due or required to be reserved or expended for enforceable obligations for the six-month period consisting of January through June 2012. The monthly payments noted on this Second Amended EOPS for the six-month period are estimates. The amount to be disbursed in any given month may be higher or lower than the amount shown, not to exceed the aggregate amount shown for this six-month period.

The payees noted on this Second Amended EOPS are those under contract for the period noted above. The vendors may change over time as necessary and appropriate to meet changes in circumstances related to services provided.

<u>Subsequent ROPS's</u>. A new ROPS will be prepared by the Successor Agency and submitted for Oversight Board approval for each successive six-month period until the earlier of the time when all enforceable obligations are fully satisfied or an approved ROPS is no longer required by State law.

Page 1 of 7 Pages

Merged Project Area

## SECOND AMENDED ENFORCEABLE OBLIGATION PAYMENT SCHEDULE

Per AB 26 - Section 34167 and 34169, and 34177 ( Second Amended EOPS MARCH 1, 2012 Public Infrastructure

		_	T	Publi	c Infrastruc	ture											
			Total Outstanding	Total Due During Fiscal						Payme	ents by Mor	nth					
Project Name / Debt Obligation	Payee	Description	Debt or Obligation	Year	Aug-11	Sep-11	Oct-11	Nov-11	Dec-11	Jan-12	Feb-12	Mar-12	Apr-12	May-12	Jun-12	Total	Funding Source
Irvington BART Station Pre-Construction-PWC	BART Thru City	Preliminary engineering, property acquisition and design services for the Irvington BART Station	2,370,000	2,370,000	1,726	1,920	3,319	4,643	4,805	2,353,587						2,370,000	С
2) I-880/Dixon Landing Interchange-PWC8078	PGE Thru City	Construction of major improvements to the I-880/Dixon Landing interchange	176,620	176,620	662	185		579	362	174,832						176,620	С
3) I-880/Mission/Warren Interchange-PWC8074	ACTC & VTA Thru City	Construction of major improvements to the I- 880/Mission/Warren interchange	12,963,250	12,963,250	19,373	36,120	134,659	138,088	129,244	12,505,766						12,963,250	С
4) Washington Blvd Grade Separation-PWC8156	Multiple Contracts	Construction of an overpass at Washington Blvd to eliminate at grade crossings and allow BART extension to Warm Springs	1,322,710	1,322,710		3,209	8,267	168	137,105	1,173,961						1,322,710	С
Union Pacific Site - Phase II Remediation- 5) PWC8700/RDA3111	City	Environmental remediation of the former Union Pacific Rail yard property in the Niles district	4,566,078	4,566,078	55,679	38,590	126,183	64,496	35,097	4,246,033						4,566,078	С
Pacific Commons Transit Station/Site 6) Maintenance-PWC8380	City	Property maintenance for the Municipal Parcel in the Industrial Area	3,300	3,300				3,300								3,300	С
7) Joseph and Parish Sidewalks-PWC8609	City	Installation of curb, gutter and sidewalks	3,933	3,933	1,167	1,103	447	95	1,121							3,933	С
8) I&J St Streetscape Improvements-PWC8640	City	Extension of streetscape improvements on I &J St to the remainder of the commercial district in the Niles district	214,357	214,357		214,357										214,357	С
9) H St Streetscape Improvements-PWC8690	City	Streetscape improvements on H St in the Niles district, including curb, gutters, tree grates and decorative lighting	103,102	103,102	20,623	18,129	28,708	23,383	12,049	210						103,102	С
10) Niles Blvd Roadway Improvements-PWC8666	Contract Award thru City delayed pending PGE	Roadway improvements along Niles Blvd in the Niles district	379,437	379,437	1,020	625			249,407	128,385						379,437	С
11) Greenbelt Gateway along Grimmer Blvd-PWC	City	Construction of pedestrian and bicycle connection along the portion of Alameda Creek running parallel to Grimmer Blvd (b/w Fremont Blvd and Central Park)	641	641	77	564										641	С
12) Osgood Road Improvements-PWC8173	City	Median improvements on Osgood Rd in the Irvington district	577,178	577,178				172,987	404,191							577,178	С
13) Niles Pedestrian Accessway-PWC8715/RDA2	City	Feasibility analysis to assess the best option and ultimately design pedestrian access way across UP tracks into downtown Niles	7,493	7,493	3,879	1,614				2,000						7,493	С
Fremont Blvd Streetscape and Traffic 14) Improvements-PWC8779/RDA3107	City	A series of initiatives to improve the central commercial corridor in Centerville (including road and streetscape improvements on Fremont Bld)	36,662	36,662	141	4,389	8,605	5,874	10,460	7,193						36,662	С
15) Peralta Blvd Undergrounding of Utilities-PWC8	City	Undergrounding of utilities on Peralta Blvd in the Centerville district	14,955	14,955		7,470	4,627	2,763	95							14,955	С
Development Opportunities/Commercial revitalization-RDA1035/RDA3114	City	Facilitating commercial enhancement work in the district, including streetscape and pedestrian connections	2,050	2,050	655	351	474	190	380							2,050	С
17) Graffiti Abatement-RDA3113	City	Focused graffiti abatement in redevelopment districts	9,016	9,016						9,016						9,016	С
18) Niles Alleys-PWC8757/RDA3104	City	Construction of improvements along a major portion of Iron Horse alley	4,458	4,458	2,206	1,737			515							4,458	С
19) Bay St Streetscapes-PWC8509	Bay City Paving and others thru City	Construction of streetscape improvements along Bay St in the Irvington district	1,089,606	1,089,606	5,385	97,122	88,910	1,973	2,949	893,267						1,089,606	С
Totals - This Page			23,844,846	23,844,846	112,593	427,485	404,199	418,539	987,780	21,494,250		_	0	0	_	23,844,846	$\overline{}$
Totals - This Page  Totals - Page 2 - Housing			23,844,846	23,844,846 585,907	58,931	58,366	60,456	418,539 181,624	987,780	143,975	3,500	6,831	3,500	3,500	3,500	23,844,846 585,907	
Totals - Page 2 - Housing  Totals - Page 4 - Non-Housing			2,323,042	326,457	0 0	4,815	50,055	455	42,144	63,803	5,083	85,986	17,583	17,583		326,457	
Totals - Page 5 - Pass-Through & Admin Costs	S		289,236,505	12,390,305	0	0	0	0	.2,144	0	0,000	0	0	0	12,390,305	12,390,305	
Totals - Page 6 - Other Gov't Agreements			8,950,000	515,000	0	0	0	515,000	0	0	0	0	0	0	0	515,000	
Totals - Page 7 - Admin Operating Contracts			4,586,267	4,524,636	13,827	169,687	165,784	175,362	182,875	424,101	70,000	118,000	85,000	85,000	200,000	1,689,636	
Totals - All Pages			331,885,256	42,187,151	185,351	660,353	680,494	1,290,980	1,274,523	22,126,129	78,583	210,817	106,083	106,083	12,632,755	39,352,151	1 /

Name of Redevelopment Agency: Redevelopment Agency of the City of Fremont
Page 1 of 7 Pages
Project Area(s)
Merged Project Area

## SECOND AMENDED ENFORCEABLE OBLIGATION PAYMENT SCHEDULE

Per AB 26 - Section 34167 and 34169, and 34177 ( Second Amended EOPS MARCH 1, 2012

				Fubli	c iiiii asii uc	luic											
	_		Total Outstanding	Total Due During Fiscal						Payme	nts by Mor	nth					
Project Name / Debt Obligation	Payee	Description	Debt or Obligation	Year	Aug 11	Con 11	Oct-11	Nov-11	Dog 11	lon 10	Fab 12	Mar-12	Apr-12	Mav-12	lun 10	Total	Funding Source
					Aug-11	Sep-11	OCI-11	1100-11	Dec-11	Jail-12	F60-12	IVIAI-12	Api-12	IVIAY-12	Juli-12	TOtal	Cource
CODE TO FUNDING SOURCES: (A) Low (D) Administrative Costs Allowances; (E)		(B) Bond Proceeds: (C) Reserve Balances-either found, and (F) Other Sources.	unds of former RD	A through 1/31/2012 or f	unds transf	erred to Suc	cessor Ager	cy of former	RDA startin	g 2/1/2012;							

Redevelopment Agency of the City of Fremont

Merged Project Area

#### SECOND AMENDED ENFORCEABLE OBLIGATION PAYMENT SCHEDULE

Per AB 26 - Section 34167, 34169, and 34177 (a) (1)
Second Amended EOPS MARCH 1, 2012
Housing

			Total	Total Due							Payments by	month					
Project Name / Debt Obligation	Payee	Description	Outstanding Debt or Obligation	During Fiscal Year	Aug-11	Sep-11	Oct-11	Nov-11	Dec-11	Jan-12	Feb-12	Mar-12	Apr-12	May-12	Jun-12	Total	Funding Source
Contract for consulting services	Daniel B. Lopez	Financial consulting services for financial analysis/technical pro forma review of affordable housing projects	11,314	5,738						5,738						5,738	A A
2) Main Street Village	Fremont Main Street Village L.P. (Allied & Mid-Peninsula Housing)	Agency assistance for the development, land acquisition and construction of the project	404,237	1,124	46	92	89	231	276	390						1,124	A
Neighborhood Home Improvement 4) Program	AmeriNational Community Services	Underwriting, loan disbursement and loan servicing for the Neighborhood Home Improvement Program	9,659	9,659	1,953	778	1,344	723	517	1,013		3,331				9,659	) A
5) First Time Homebuyer Program	AmeriNational Community Services	Underwriting, loan disbursement and loan servicing for the Agency's FTHB program. Amount represents FY 2011/12 budget appropriation for the FTHB program	155,675	155,675	2,321	1,764	3,297	122,456	4,871	3,466	3,500	3,500	3,500	3,500	3,500	155,675	i A
6) CalHFA Loan-See note 1	CalHFA	Loan for affordable housing projects	1,950,000														A
Various Housing Projects and 7) employee costs.	City	RDA Administrative expenses of existing housing projects, and employee salaries and benefits.	413,711	413,711	54,611	55,732	55,726	58,214	56,060	133,368						413,711	А
Totals - Other Obligations			2,944,596	585,907	58,931	58,366	60,456	181,624	61,724	143,975	3,500	6,831	3,500	3,500	3,500	585,907	

Footnote 1: No payment due during the Amended EOPS period.

CODE TO FUNDING SOURCES: (A) Low and Moderate Income Housing Fund; (B) Bond Proceeds: (C) Reserve Balances-either funds of former RDA through 1/31/2012 or funds transferred to Successor Agency of former RDA starting 2/1/2012; (D) Administrative Costs Allowances; (E) Redevelopment Property Tax Trust Fund, and (F) Other Sources.

Per AB 26 - Section 34167, 34169 and 34177 (a) Second Amended EOPS MARCH 1, 2012 Non-Housing

Project Name / Debt Obligation	Payee	Description	Total Outstanding Debt or Obligation	Total Due During Fiscal							Payments by m	nonth					
			Debt of Obligation	Year	Aug-11	Sep-11	Oct-11	Nov-11	Dec-11	Jan-12	Feb-12	Mar-12	Apr-12	May-12	Jun-12	Total	Funding Source
Consulting services	Amerinational Community Services	Disbursement of loan and grant proceeds, loan servicing	9,659	9,659								9,659				9,659	C and E
Exclusive Right to Negotiate 2) Agreement		Return of ERNA deposits for the Centerville Unified Site project	50,634	50,634						50,634						50,634	С
Centerville Unified Site remediation	TRC Engineers	Complete preparation of corrective action plan - professional services (remaining amount due as of January 2012)	98,400	98,400	- -		29,190	365	20,953	10,514		37,378		- -		98,400	C and E
Centerville Unified Site remediation	Remediation contractor TBD and Management Costs.	Hazardous materials remediation of site and associated properties	1,972,000	25,415					_		5,083	5,083	5,083	5,083	5,083	25,415	C and E
5) Legal consulting services	Cox Castle Nicholson Attorneys	Legal consulting services for the Centerville Unified Site project	128,751	78,751		4,815		90	21,191	2,655	-	12,500	12,500	12,500	12,500	78,751	C and E
6) Niles UP Site Cleanup		Contingent obligation to reimburse EPA clean grant in amount of \$200K in case of negative audit findings.	0	0													
7) Consulting services		Advertising, promotion and marketing of the Niles business district amenities	20,865	20,865			20,865									20,865	С
8) State Remediation Oversight		Voluntary Cleanup Agreement-Niles Former UP Property (see footnote 1)	42,733	42,733								21,366			21,367	42,733	C and E
Totals - Other Obligations			2,323,042	326,457	0	4,815	50,055	455	42,144	63,803	5,083	85,986	17,583	17,583	38,950	326,457	

CODE TO FUNDING SOURCES: (A) Low and Moderate Income Housing Fund; (B) Bond Proceeds; (C) Reserve Balances-either funds of former RDA through 1/31/2012 or funds transferred to Successor Agency of former RDA starting 2/1/2012; (D) Administrative Costs Allowances; (E) Redevelopment Property Tax Trust Fund, and (F) Other Sources.

Footnote 1: All payment amounts owed to DTSC are expected to be made by June 2012. Certain non-monetary performance obligations of the former RDA continue to apply after June 2012 related to reporting of newly discovered contaminates of new litigation, retention of remediation records, and related actions. If significant costs are incurred by the Successor Agency in implementing these non-monetary obligation, such costs will be reflected in future ROPS submitted to its Oversight Board.

Per AB 26 - Section 34167, 34169 and 34177 (a) Second Amended EOPS MARCH 1, 2012 Pass-through Payments

Project Name / Debt Obligation	Payee	Description	Total Outstanding Debt or Obligation	Total Due During							F	ayments	by mor	ith			
1 Toject Name / Debt Obligation	1 ayee	Description	See Footnote 1	Fiscal Year	Aug-11	Sep-11	Oct-11	Nov-11	Dec-11	Jan-12	Feb-12	Mar-12	Apr-12	May-12	Jun-12	Total	Funding Source
1) Pass-through payments	City of Fremont	Annual pass-through payment	10,110,416	326,365											326,365	326,365	C and E
Pass-through payments	Alameda County	Annual pass-through payment	162,356,298	7,493,437											7,493,437	7,493,437	C and E
Pass-through payments	Ohlone College	Annual pass-through payment	10,259,357	445,315											445,315	445,315	C and E
Pass-through payments	FUSD	Annual pass-through payment	13,288,141	331,243											331,243	331,243	C and E
5) Pass-through payments	Alameda County Office of Education	Annual pass-through payment	861,298	28,693											28,693	28,693	C and E
6) Pass-through payments	Alameda County Library District	Annual pass-through payment	20,204,286	935,330											935,330	935,330	C and E
7) Pass-through payments	AC Flood Control/Zone 5& 6	Annual pass-through payment	17,111,973	778,180											778,180	778,180	C and E
8) Pass-through payments	BAAQMD	Annual pass-through payment	805,592	35,220											35,220	35,220	C and E
9) Pass-through payments	Mosquito Abatement District	Annual pass-through payment	726,880	33,169											33,169	33,169	C and E
10) Pass-through payments	AC Transit District	Annual pass-through payment	12,177,379	532,380											532,380	532,380	C and E
11) Pass-through payments	BART	Annual pass-through payment	2,365,764	103,428											103,428	103,428	C and E
12) Pass-through payments	East Bay Regional Parks District	Annual pass-through payment	11,312,595	494,573											494,573	494,573	C and E
13) Pass-through payments	ACWD	Annual pass-through payment	6,877,593	313,665											313,665	313,665	C and E
14) Pass-through payments	ACRC	Annual pass-through payment	161,576	7,373											7,373	7,373	C and E
15) Pass-through payments	ERAF	Annual pass-through payment	20,617,357	531,934											531,934	531,934	C and E
Totals - Other Obligations			289,236,505	12,390,305											12,390,305	12,390,305	

CODE TO FUNDING SOURCES: (A) Low and Moderate Income Housing Fund; (B) Bond Proceeds; (C) Reserve Balances-either funds of former RDA through 1/31/2012 or funds transferred to Successor Agency of former RDA starting 2/1/2012; (D) Administrative Costs Allowances; (E) Redevelopment Property Tax Trust Fund, and (F) Other Sources.

Footnote 1: These are the amounts that would be due if the former RDA were to continue to receive the maximum amount of tax increment allowed under the Redevelopment Plan. Because it is anticipated that Enforceable Obligations of the former RDA can be paid off much sooner, these amounts likely represent a significant overstatement of future pass-through payments that actually will be due.

Name of Redevelopment Agency:	Redevelopment Agency of the City of Fremont
Project Area(s)	Merged Project Area

Per AB 26 - Section 34167, 34169 and 34177 (a) Second Amended EOPS MARCH 1, 2012 Other Governmental Agreements

	Project Name / Debt Obligation	Payee	Description	Total Outstanding Debt or Obligation	Total Due							Payments	by mon	nth				
	1 Toject Name / Debt Obligation	1 ayee	Description	Debt or Obligation	Year	Aug-11	Sep-11	Oct-11	Nov-11	Dec-11	Jan-12	eb-12 Ma	ar-12 A	pr-12	May-12	Jun-12	Total	Funding Source
1)	Reimbursement of Water Facility Relocation Costs	ACWD	Reimbursement for ACWD costs incurred on Agency-funded projects	350,000	0													C and E
2)	Reimbursement of Hazardous Materials Remediation Costs	ACWD	Reimbursement for ACWD costs incurred on Agency-funded projects	175,000	0													C and E
3)	Capital Costs of Park Improvements	EBRPD	Capital costs of park improvements benefitting Merged Area	5,125,000	0													C and E
4)	Marketing and Promotional Activities	EBRPD	Redevelopment Related Marketing and promotional activities	3,300,000	515,000				515,000								515,000	C and E
_																		
·	Totals - Other Obligations			8,950,000	515,000	0	0	0	515,000	0	0	0	0	0	0	0	515,000	

CODE TO FUNDING SOURCES: (A) Low and Moderate Income Housing Fund; (B) Bond Proceeds; (C) Reserve Balances-either funds of former RDA through 1/31/2012 or funds transferred to Successor Agency of former RDA starting 2/1/2012; (D) Administrative Costs Allowances; (E) Redevelopment Property Tax Trust Fund, and (F) Other Sources.

 Name of Redevelopment Agency:
 Redevelopment Agency of the City of Fremont

 Project Area(s)
 Merged Project Area

#### SECOND AMENDED ENFORCEABLE OBLIGATION PAYMENT SCHEDULE

Per AB 26 - Section 34167, 34169 and 34177 (a) Second Amended EOPS MARCH 1, 2012 Administrative and General Dissolution Costs

				Total Outstanding	Tatal Dua Durina					Paym	nents by month							
Pro	oject Name / Debt Obligation	Payee	Description	Total Outstanding Debt or Obligation		Aug-11	Sep-11	Oct-11	Nov-11	Dec-11	Jan-12	Feb-12	Mar-12	Apr-12	May-12	Jun-12	Total	Funding Source
1) Ongo	oing legal consulting services	Goldfarb & Lipman Attorneys	Legal services on RDA and Successor Agency activities	181,621	181,621		13,348	8,078	10,780	14,567	34,848	20,000	20,000	20,000	20,000	20,000	181,621	C and E
2) Ongo	oing financial consulting	Seifel Consulting Inc.	Pass-through and Tax Increment projections to assist County Auditor-Controller.	76,000	38,000								38,000				38,000	C and E
3) RDA	Employee Costs	City employees & vendors serving the Redevelopment Agency	Employee salaries, benefits, overhead and indirect expense allocation	844,646	844,646		141,546	141,546	141,546	141,546	278,462						844,646	С
4) RDA	Employee Costs	City employees serving the Redevelopment Agency	Unfunded actuarial liability for pensions and OPEB	2,850,000	2,850,000				•								-	C and E
	essor Agency administrative allowance	City staff and equipment & materials	Employee salaries, benefits, overhead and indirect expense allocation.	250,000	250,000							50,000	50,000	50,000	50,000	50,000	250,000	D
6) Prope	erty Maintenance	Art Cuevas and City Staff	Maintenance of 3 RDA properties including fencing and weed abatement.	150,000	141,369	13,827	14,793	16,160	23,036	26,762	6,791		10,000	10,000	10,000	10,000	141,369	C and E
7) Audit	of RDA	Caporicci and Larsen CPAs	Audit of RDA Financials for 2010/11 and 2011/12	9,000	9,000						4,000					5,000	9,000	C and E
8) Dispo	osition of RDA properties	Various	Appraisals and professional costs for disposition of 3 RDA properties.	110,000	110,000											110,000	110,000	C and E
9) Conti	ingency	Various	Contingency for future billings to former RDA prior to 2/1/2012.	100,000	100,000						100,000						100,000	C and E
	ide Legal Counsel for sight Board	TBD	Provide Legal Services to Overshigt Board as needed	15,000										5,000	5,000	5,000	·	C and E
Total	ls - Other Obligations		<u> </u>	4,586,267	4,524,636	13,827	169,687	165,784	175,362	182,875	424,101	70,000	118,000	85,000	85,000	200,000	1,689,636	

CODE TO FUNDING SOURCES: (A) Low and Moderate Income Housing Fund; (B) Bond Proceeds; (C) Reserve Balances-either funds of former RDA through 1/31/2012 or funds transferred to Successor Agency of former RDA starting 2/1/2012; (D) Administrative Costs Allowances; (E) Redevelopment Property Tax Trust Fund, and (F) Other Sources.